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Robert A. Rosenberg



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28960 U.S. 19 NORTH, SUITE 100
CLEARWATER, FLORIDA 33761

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November 4, 1999

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

000003038290--7
-11/08/99--01104--012
*****70.00 *****70.00

SUBJECT: Gram's Pantry, Inc.

Enclosed please find an original and one (1) copy of the Articles of Incorporation, for the above corporation and check in the amount of \$70.00

FROM: ROBERT A. ROSENBERG, ESQUIRE
28960 U.S. 19 NORTH, SUITE #100
CLEARWATER, FLORIDA 33761

(727) 771-8787
Telephone Number

PLEASE SEND COPY TO:

ROBERT A. ROSENBERG, ESQUIRE
28960 U.S. HIGHWAY 19 NORTH
SUITE #100
CLEARWATER, FLORIDA 33761

Telephone Number
(727) 771-8787

Fax Number
(727) 781-1387

FILED
99 NOV -8 AM 7:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

Gram's Pantry, Inc.

The undersigned, Incorporator, for the purpose of forming a corporation under the Florida Business Corporations Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Gram's Pantry, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2194 Main Street, Suite IN
Dunedin, FL 34698

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

5,000 SHARES AT NO PAR VALUE

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial Registered Agent is:

Judith DeHart
2194 Main Street, Suite IN
Dunedin, FL 34698

ARTICLE V INCORPORATOR(S)

The name and street address of the Incorporator to these Articles of Incorporation is:

Judith DeHart
2194 Main Street, Suite IN
Dunedin, FL 34698

ARTICLE VI INITIAL BOARD OF DIRECTORS

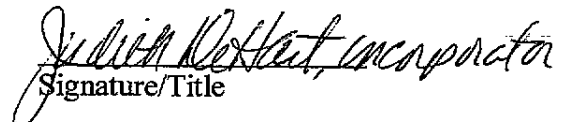
The initial Board of Directors shall be:

Judith DeHart
Clara Lewis
Paige Fivecoat

ARTICLE VII LOANS TO AND FROM CORPORATION

The Corporation shall be entitled to borrow from and/or loan money to its shareholders.

The undersigned has executed these Articles of Incorporation this 4th day of November 1999.


Signature/Title

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the Undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of corporation is:

Gram's Pantry, Inc.

2. The name and address of the registered agent and office is:

Judith DeHart
2194 Main street, Suite IN
Dunedin, FL 34698

Judith DeHart
SIGNATURE

incorporator
TITLE

11/4/99
DATE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE Judith DeHart
DATE 11/4/99